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QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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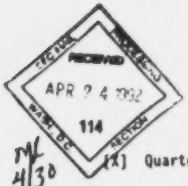

FORM 10-Q

[X] Quarterly Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
For the period ended March 31, 1992

or

[ ] Transition Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission file number 0-1042

I.R.S. Employer Identification Number 95-2467518

PROCESSED BY
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APR 30 1992

DOLCO PACKAGING CORP. /DE/

(a Delaware Corporation)

13400 Riverside Drive, Suite 20
Sherman Oaks, California 91423
Telephone: (818) 995-1409

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes XX No __

Indicate the number of shares outstanding of each of the issuers classes of common stock, as of the latest practicable date: 940,353 shares of the Company's Common Stock ($.01 par value) were outstanding as of March 31, 1992.

DOLCO PACKAGING CORP.
STATEMENTS OF OPERATIONS
(UNAUDITED)

	QUARTER ENDED 3/31/92	QUARTER ENDED 3/31/91
Net sales	$ 14,606,851	$ 15,961,372
Cost of sales	11,683,459	13,684,299
Gross profit	2,923,392	2,277,073
Selling, general and administrative expenses	2,223,637	1,874,523
Plant closing costs		555,752
Environmental remediation costs		86,516
Operating income (loss)	699,755	(239,718)
Other income (expense):		
Interest	(155,115)	(226,005)
Chapter 11 professional fees and costs		(189,540)
Gain on disposition of property, plant and equipment	10,243	
Other, net	20,144	89,475
Income (loss) before income taxes	575,027	(565,788)
Provision for income taxes	41,617	21,353
Net income (loss)	$ 533,410	$ (587,141)
Net income (loss) per share	$ 0.57	$ (0.90)

The accompanying notes are an integral part of these statements.

DOLCO PACKAGING CORP. FORM 10-Q
BALANCE SHEETS

ASSETS	(UNAUDITED) 3/31/92	12/31/91
CURRENT ASSETS:		
Cash	$ 151,455	$ 219,632
Accounts Receivable (less allowance for doubtful accounts of $86,436 at 3/31/92 and $77,436 at 12/31/91)	3,908,745	3,876,499
Inventories	5,219,162	5,850,986
Prepaid expenses	611,454	592,478
TOTAL CURRENT ASSETS	9,890,816	10,539,595
PROPERTY, PLANT AND EQUIPMENT:		
Buildings and improvements	3,174,360	3,166,434
Machinery and equipment	25,682,130	26,653,892
Molds and dies	4,974,420	5,176,825
Furniture and fixtures	480,125	492,308
Assets under capital leases	6,405,202	5,121,144
	40,716,237	40,610,603
Less accumulated depreciation and amortization	30,203,910	29,715,613
	10,512,327	10,894,990
Construction in progress	673,411	445,937
Land	644,364	644,364
Net property, plant and equipment	11,830,102	11,985,291
OTHER ASSETS	187,030	206,924
TOTAL ASSETS	$ 21,907,948	$ 22,731,810

The accompanying notes are an integral part of these statements.

LIABILITIES AND STOCKHOLDERS' EQUITY	(UNAUDITED) 3/31/92	12/31/91
CURRENT LIABILITIES:		
Short-term note payable to bank	$ 50,000	$ 250,000
Notes payable, other	84,989	
Current maturities of long-term debt (amounts include $503,134 and $493,204 payable to stockholder at 3/31/92 and 12/31/91, respectively)	1,553,214	1,529,451
Accounts payable	1,877,130	1,914,241
Accounts payable to stockholders	860,732	1,682,898
Accrued payroll and benefits	515,671	391,911
Accrued liabilities	1,305,687	1,341,702
TOTAL CURRENT LIABILITIES	6,247,423	7,110,203
Long-term debt, less current maturities (amounts include $1,698,200 and $1,817,839 payable to stockholder in 1992 and 1991, respectively)	5,814,554	6,149,261
Deferred items and other	181,895	116,680
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock - $.01 par value; 2,500,000 shares authorized and outstanding stated at aggregate liquidation preference.	10,000,000	10,000,000
Common stock - $.01 par value; 3,000,000 shares authorized; 940,353 outstanding.	9,404	9,404
Additional paid-in capital	6,492,086	6,492,086
	16,501,490	16,501,490
Accumulated deficit	(6,837,414)	(7,145,824)
TOTAL STOCKHOLDERS' EQUITY	9,664,076	9,355,666
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 21,907,948	$ 22,731,810

The accompanying notes are an integral part of these statements.

DOLCO PACKAGING CORP.

STATEMENT OF ACCUMULATED DEFICIT

	(Unaudited) 3/31/92
Accumulated Deficit - Beginning of Period	$(7,145,824)
Net Income (Loss) for the Period	533,410
Preferred Dividend Declared	225,000
Accumulated Deficit - End of Period	$(6,837,414)

The accompanying notes are an integral part of these statements.

DOLCO PACKAGING CORP.
STATEMENTS OF CASH FLOWS
(UNAUDITED)

	QUARTER ENDED 3/31/92	QUARTER ENDED 3/31/91
OPERATING ACTIVITIES		
Net income (loss)	$ 533,610	$ (587,141)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	546,862	580,111
Provision for losses on receivables	9,000	13,083
Gain on disposition of property, plant and equipment	(10,243)	
Change in assets and liabilities:		
Accounts receivable	(41,246)	875,258
Inventories	631,824	406,248
Prepaid expenses and other assets	918	321,379
Prepayments of inventory		438,518
Accounts payable	(859,277)	(195,428)
Minority interest		16,854
Accrued and other long-term liabilities	152,960	(508,863)
Net cash provided by operating activities	964,208	1,360,019
INVESTING ACTIVITIES:		
Additions to property, plant and equipment using cash	(391,673)	(837,273)
Proceeds from disposition of property, plant and equipment	10,243	
Other, net		(50,646)
Net cash used for investing activities	(381,430)	(887,919)
FINANCING ACTIVITIES:		
Proceeds from current and long-term debt	95,613	90,070
Payments of current and long-term debt	(321,568)	(356,853)
Net decrease of short-term note payable to bank	(200,000)	(600,000)
Declaration of dividend	(225,000)	
Net cash used for financing activities	(650,955)	(866,783)
Net decrease in cash	(68,177)	(394,683)
Cash at beginning of period	219,632	659,846
Cash at end of period	$ 151,455	$ 265,163
Supplemental disclosures of cash flow information:		
Cash disbursed during the year for:		
Interest, net of amount capitalized	$133,703	$256,105
Income taxes	29,500	101,710
Noncash investing and financing activities:		
Additions to property, plant and equipment under capital leases		13,936

The accompanying notes are an integral part of these statements.

DOLCO PACKAGING CORP.

NOTES TO FINANCIAL STATEMENTS

A. Summary of Significant Accounting Policies:

Dolco's Reorganization

On July 29, 1991 the First Amended Consolidated Plan of Reorganization (the Plan) for Dolco Packaging Corp. ("Dolco" or the "Company") and Olson Industries, Inc. ("Olson") became effective. Among other things, the Plan called for the merger of Olson with and into Dolco and the substantive consolidation of the assets and liabilities of Dolco and Olson on the effective date. Upon the merger, Olson ceased to exist as a separate corporate entity. The financial statements presented herein for the first three months of 1991 do not reflect the effect of the Plan or the effect of the chapter 11 filing except for the reclassification of Dolco's pre-petition debt, accounts payable and accrued liabilities as liabilities deferred pursuant to chapter 11 filing. The settlement of pre-petition liabilities is summarized below.

Per the terms of the Plan, priority unsecured claims were paid on the effective date. The Plan of Reorganization called for the following treatment of all general unsecured claims: Allowed claims of $1,000 or less were paid in full on the effective date; Allowed claims greater than $1,000 but less than $10,000 were paid $1,000 in full and complete satisfaction of the claim unless the holder elected to be treated the same as holders of allowed claims greater than $10,000; Allowed claims greater than $10,000 were settled through the issuance of pro rata shares of Dolco Preferred Stock in satisfaction of $10 million of these claims plus Dolco Common Stock in the amount by which these claims exceed in the aggregate $10 million on the basis of one share of Dolco Common Stock for each $4.00 of such allowed claims. The interests of the existing Common Stock holders of Olson were satisfied through the issue of pro rata shares of Dolco Common Stock equal to 4% of the aggregate equity interests in reorganized Dolco.

Principles of Consolidation

The financial statements for the first three months of 1991 are consolidated and include the accounts of Olson Industries, Inc., Dolco Packaging Corp. and Dolco's 55% ownership in Precision Formed Plastics. All significant intercompany accounts and transactions were eliminated in consolidation. Dolco sold its interest in Precision Formed Plastics on July 29, 1991.

DOLCO PACKAGING CORP.

NOTES TO FINANCIAL STATEMENTS

A. Summary of Significant Accounting Policies (Continued):

General

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. Nevertheless, the Company believes that the disclosures in these financial statements are adequate to make the information presented not misleading.

These condensed financial statements should be read in conjunction with the Company's financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1991, filed with the Securities and Exchange Commission.

Reclassification

Certain 1991 amounts were reclassified to conform to the 1992 presentation.

B. Inventories comprise the following:

	(UNAUDITED) 3/31/92	12/30/91
Finished goods	$2,085,992	$2,051,744
Raw materials	1,960,913	2,662,066
Work-in-process	1,172,257	1,137,176
	$5,219,162	$5,850,986

C. Commitments and Contingencies:

The Company is party to various legal proceedings incidental to its business. Certain claims, suits, and complaints arising in the ordinary course of business have been filed or are pending against the Company. In the opinion of management, all such matters are adequately covered by insurance or if not so covered, are not reasonably probable of causing a material loss and therefore would not have a significant effect on the financial position or results of operations.

DOLCO PACKAGING CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATION

Net sales of Dolco Packaging Corp. ("Dolco") decreased 8% during the first three months of 1992 as compared to the same period in 1991. The decrease is attributed to both a decrease in volume and a decrease in the average net selling price. The volume decrease is mainly due to business lost as a result of environmental misperceptions. The average net selling price decreased due to the removal of a price surcharge the Company put into effect October 1, 1990 as a result of the 1990 Middle East crisis. During the fourth quarter of 1990 and the first quarter of 1991, the price of resin increased sharply due to the Middle East conflict. Dolco removed the surcharge April 1, 1991.

The cost of resin decreased throughout 1991 due to increased production capabilities by producers of polystyrene resin. The average cost per pound of resin was 23% lower in the first quarter of 1992 as compared to the first quarter of 1991.

The gross profit on net sales was 20% for the first three months of 1992 and 14% for the first three months of 1991. The main cause for the increase in gross profit is the decrease in the average cost of resin. Also contributing to the increased gross profit is the closure of one of the Company's manufacturing facilities in May of 1991 which decreased overhead expenses.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses increased 19% in the first three months of 1992 as compared to the same period in 1991. The main causes of this increase are increases in selling and research and development expenses. Both of these increases are due to Dolco's effort to increase its product lines and customer base.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

PLANT CLOSING COSTS

As part of its reorganization, Dolco consolidated manufacturing operations in its four existing plants in Texas, Indiana, Georgia and Washington. Dolco has retained its sales, customer service, warehouse and distribution operations in Southern California. This consolidation decreased manufacturing overhead while retaining most of the California location's sales volume. The California plant was vacated on May 31, 1991. The costs incurred in the first three months of 1991 to cease operations and move equipment to the remaining facilities totalled approximately $556,000.

ENVIRONMENTAL REMEDIATION COSTS

In the latter part of 1990, Dolco initiated environmental work at each of its plants. Environmental remediation costs were $86,516 in the first three months of 1991. Remediation costs for work which will be completed during 1992 were estimated and accrued for in 1991. Dolco has initiated several policies and procedures regarding environmental matters and, therefore, does not expect to incur remediation costs of any magnitude in the future.

CHAPTER 11 PROFESSIONAL FEES AND COSTS

Chapter 11 related fees and costs of $189,540 were incurred during the first quarter of 1991. Since Dolco successfully emerged from chapter 11 proceedings on July 29, 1991 and settled all claims against it by December 31, 1991, there were no chapter 11 related fees or costs for the first quarter of 1992.

INTEREST EXPENSE

Interest expense decreased 31% for the first three months of 1992 as compared to the same period of 1991. This decrease is mainly attributable to lower interest rates paid and lower outstanding balances on borrowings with variable rates of interest, which borrowings constitute a majority of Dolco's total debt. The variable rates are generally tied to the prime rate of Dolco's bank.

Also contributing to the decrease in interest expense was the restructuring of a certain debt instrument to prime plus one-and-a-half percent from 11.5 percent which was effective January 1, 1992.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

LIQUIDITY AND CAPITAL RESOURCES

Dolco has a $4,000,000 line of credit from its bank that bears interest at the rate of prime plus 1%. At March 31, 1992 there was $50,000 borrowed on the line of credit and the usage ranged from $0 to $1,500,000 during 1991. The high point of $1,500,000 borrowed in 1991 was due to the settlement of chapter 11 liabilities. Dolco, therefore, has considerable borrowing capacity available.

Working capital as of March 31, 1992 was $3,643,393 as compared to $3,429,392 as of December 31, 1991. The ratio of current assets to current liabilities is 1.6:1.0 at March 31, 1992.

As part of its reorganization, Dolco has consolidated manufacturing operations in its four existing plants in Texas, Indiana, Georgia and Washington, while retaining its sales, customer service, warehouse and distribution operations in Southern California. The consolidation has decreased overhead expenses while retaining sales volume. The California plant was vacated on May 31, 1991.

Based on its five year forecast, Dolco plans to fund expected capital expenditures internally for the next several years and still maintain a cash balance.

DOLCO PACKAGING CORP.

PART II OTHER INFORMATION

NONE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DOLCO PACKAGING CORP.
(Registrant)

Date:

Larry E. Rembold
Chief Executive Officer

Date:

Sherri B. Cunningham
Chief Financial Officer